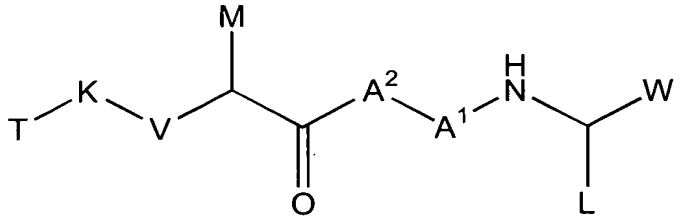
CLAIMS

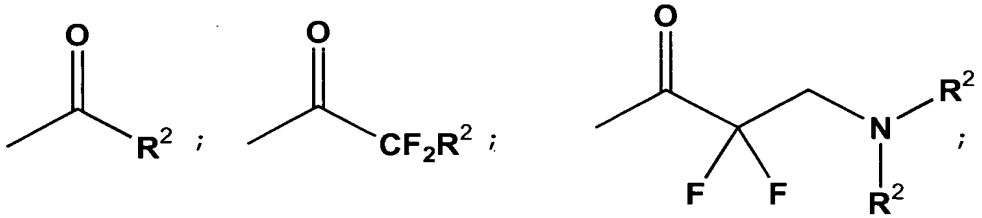
What is claimed is:

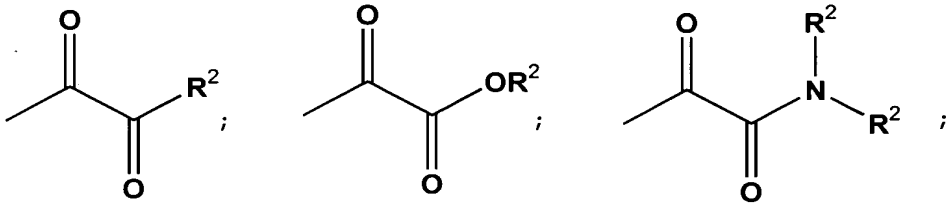
1. A compound of the formula (II):

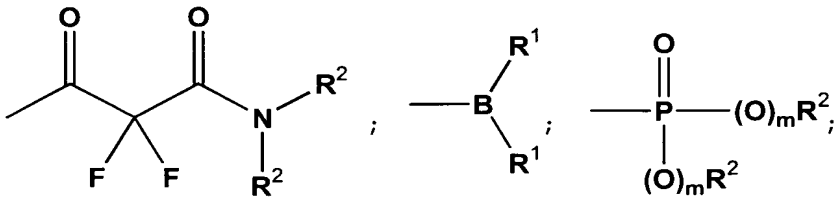
(II) 

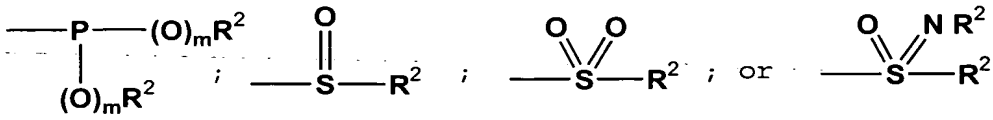
, wherein

W is:









m is 0 or 1;

each R^1 is hydroxy, alkoxy, or aryloxy, or each R^1 is an oxygen atom and together with the boron, to which they are each bound, form a 5-7 membered ring, wherein the ring atoms are carbon, nitrogen, or oxygen;

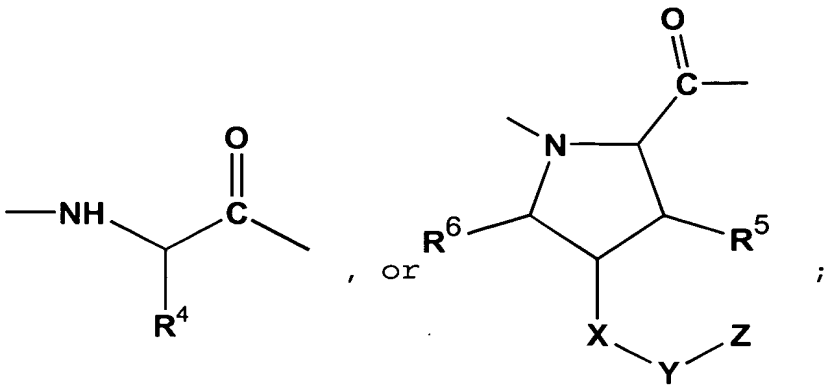
each R^2 is independently hydrogen, alkyl, alkenyl, aryl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heteroaryl, or heteroaralkyl, or two R^2 groups, which are bound to the same nitrogen atom, form together with that nitrogen atom, a 5-7 membered monocyclic heterocyclic ring system; wherein any R^2 carbon atom is optionally substituted with J;

J is alkyl, aryl, aralkyl, alkoxy, aryloxy, aralkoxy, cycloalkyl, cycloalkoxy, heterocyclyl, heterocyclyloxy, heterocyclylalkyl, keto, hydroxy, amino, alkylamino, alkanoylamino, aroylamino, aralkanoylamino, carboxy, carboxyalkyl, carboxamidoalkyl, halo, cyano, nitro, formyl, acyl, sulfonyl, or sulfonamido and is optionally substituted with 1-3 J^1 groups;

J^1 is alkyl, aryl, aralkyl, alkoxy, aryloxy, heterocyclyl, heterocyclyloxy, keto, hydroxy, amino, alkanoylamino, aroylamino, carboxy, carboxyalkyl, carboxamidoalkyl, halo, cyano, nitro, formyl, sulfonyl, or sulfonamido;

L is alkyl, alkenyl, or alkynyl, wherein any hydrogen is optionally substituted with halogen, and wherein any hydrogen or halogen atom bound to any terminal carbon atom is optionally substituted with sulfhydryl or hydroxy;

A^1 is a bond,



R^4 is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxamidoalkyl, and is optionally substituted with 1-3 J groups;

R^5 and R^6 are independently hydrogen, alkyl, alkenyl, aryl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl, cycloalkenyl, heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl, and is optionally substituted with 1-3 J groups;

X is a bond, $-C(H)(R^7)-$, -O-, -S-, or $-N(R^8)-$;

R^7 is hydrogen, alkyl, alkenyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl, and is optionally substitituted with 1-3 J groups;

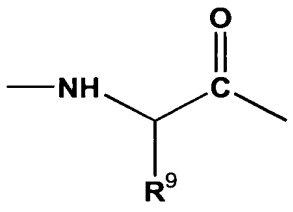
R^8 is hydrogen alkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, aralkanoyl, heterocyclanoyl, heteroaralkanoyl, $-C(O)R^{14}$, $-SO_2R^{14}$, or carboxamido, and is optionally substitituted with 1-3 J groups; or R^8 and Z, together with the atoms to which they are bound, form a nitrogen containing mono- or bicyclic ring system optionally substituted with 1-3 J groups;

R^{14} is alkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl;

Y is a bond, $-CH_2-$, $-C(O)-$, $-C(O)C(O)-$, $-S(O)-$, $-S(O)_2-$, or $-S(O)(NR^7)-$, wherein R^7 is as defined above;

Z is alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, $-OR^2$, or $-N(R^2)_2$, wherein any carbon atom is optionally substituted with J, wherein R^2 is as defined above;

A^2 is a bond or



;

R^9 is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxamidoalkyl, and is optionally substituted with 1-3 J groups;

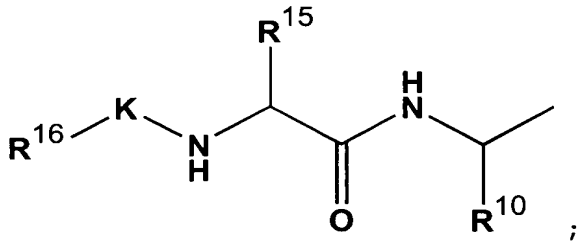
M is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl, optionally substituted by 1-3 J groups, wherein any alkyl carbon atom may be replaced by a heteroatom;

V is a bond, $-CH_2-$, $-C(H)(R^{11})-$, $-O-$, $-S-$, or $-N(R^{11})-$;

R^{11} is hydrogen or C_{1-3} alkyl;

K is a bond, $-O-$, $-S-$, $-C(O)-$, $-S(O)-$, $-S(O)_2-$, or $-S(O)(NR^{11})-$, wherein R^{11} is as defined above;

T is $-R^{12}$, $-alkyl-R^{12}$, $-alkenyl-R^{12}$, $-alkynyl-R^{12}$, $-OR^{12}$, $-N(R^{12})_2$, $-C(O)R^{12}$, $-C(=NOalkyl)R^{12}$, or



;

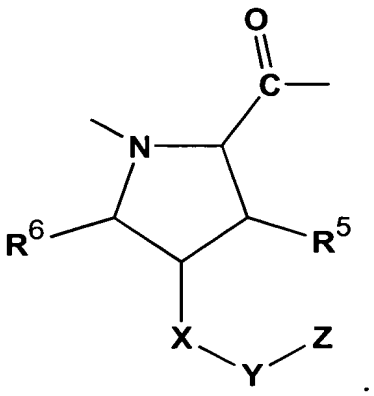
R^{12} is hydrogen, aryl, heteroaryl, cycloalkyl, heterocyclyl, cycloalkylidenyl, or heterocycloalkylidenyl, and is optionally substituted with 1-3 J groups, or a first R^{12} and a second R^{12}, together with the nitrogen to which they are bound, form a mono- or bicyclic ring system optionally substituted by 1-3 J groups;

R^{10} is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxamidoalkyl, and is optionally substituted with 1-3 hydrogens J groups;

R^{15} is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxamidoalkyl, and is optionally substituted with 1-3 J groups; and

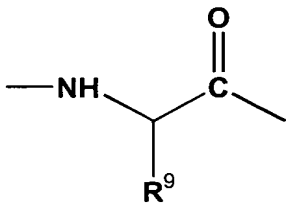
R^{16} is hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl.

2. The compound according to claim 1, wherein A1 is:



3. The compound according to claim 2, wherein R^5 and R^6 are hydrogen.

4. The compound according to claim 3, wherein A^2 is:



and R^9 is alkyl.

5. The compound according to claim 4, wherein R^9 is isopropyl.

6. The compound according to claim 5, wherein L is alkyl, alkenyl, or alkynyl, wherein any hydrogen is optionally substituted with halogen, and wherein any hydrogen or halogen atom bound to any terminal carbon atom is optionally substituted with sulfhydryl or hydroxy.

7. The compound according to claim 6, wherein L is trihalomethyl, sulfhydryl, or alkyl substituted with trihalomethyl, sulfhydryl, or hydroxy.

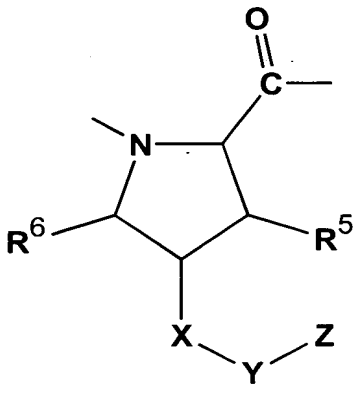
8. The compound according to claim 7, wherein:

X is -O- or -N(H)-; and

Y is $-CH_2-$, -C(O)-, or $-S(O)_2-$.

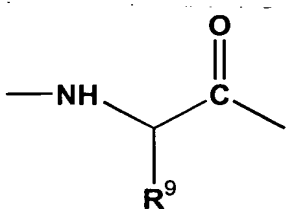
9. The compound according to claim 8, wherein V is -N(H)- and K is -C(O)- or $-S(O)_2-$.

10. The compound according to claim 1, wherein A^1 is:



, and R^5 and R^6 are hydrogen;

A^2 is:



and R^9 is isopropyl;

L is ethyl;

X is -O- or -N(H)-;

Y is $-CH_2-$, -C(O)-, or $-S(O)_2-$;

V is -N(H)-; and

K is -C(O)-.

11. The compound according to claim 10, wherein M is isopropyl.

12. The compound according to claim 11, wherein Z is aryl or heteroaryl.

13. The compound according to claim 12, wherein T is aryl or heteroaryl.

14. The compound according to claim 13, wherein T is pyrazine.

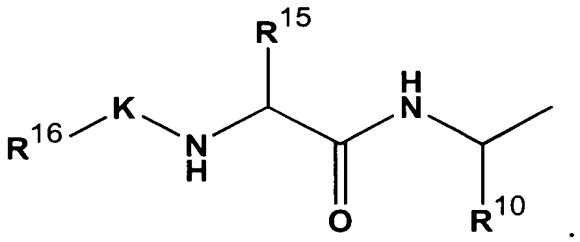
15. The compound according to claim 10, wherein X is -O- and Y is $-CH_2-$.

16. The compound according to claim 15, wherein Z is aryl or heteroaryl.

17. The compound according to claim 16, wherein Z is aryl.

18. The compound according to claim 10, wherein M is isopropyl.

19. The compound according to claim 18, wherein T is $-R^{12}$, $-OR^{12}$, $-N(R^{12})_2$, or



20. The compound according to claim 19, wherein M is alkyl, heteroaralkyl, aryl, cycloalkylalkyl, aralkyl, or aralkyl, wherein one of the alkyl carbon atoms is replaced by O or S.

21. The compound according to claim 20, wherein said heteroatom is S or O.

22. The compound according to claim 21, wherein T is aryl or heteroaryl.

23. The compound according to claim 22, wherein T is pyrazine.

24. The compound according to claim 3, wherein

A^2 is a bond;

L is ethyl;

X is -O-;

Y is $-CH_2-$;

V is -N(H)-; and

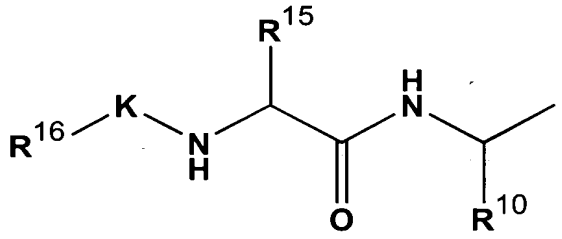
K is -C(O)- or $-S(O)_2-$.

25. The compound according to claim 24, wherein M is isopropyl.

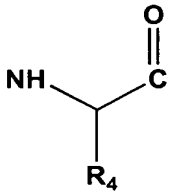
26. The compound according to claim 25, wherein Z is aryl or heteroaryl.

27. The compound according to claim 26, wherein Z is phenyl.

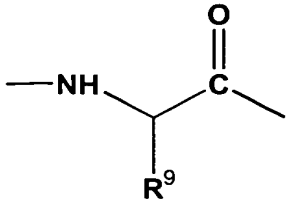
28. The compound according to claim 27, wherein T is $-R^{12}$, -alkyl-R^{12}, -alkenyl-R^{12}, $-OR^{12}$, $-N(R^{12})_2$, $-C(=NOalkyl)R^{12}$, or



29. The compound according to claim 1, wherein

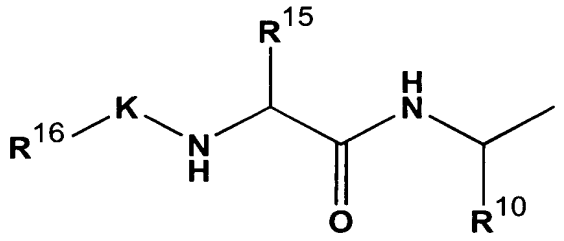
A^1 is  ; and

A^2 is

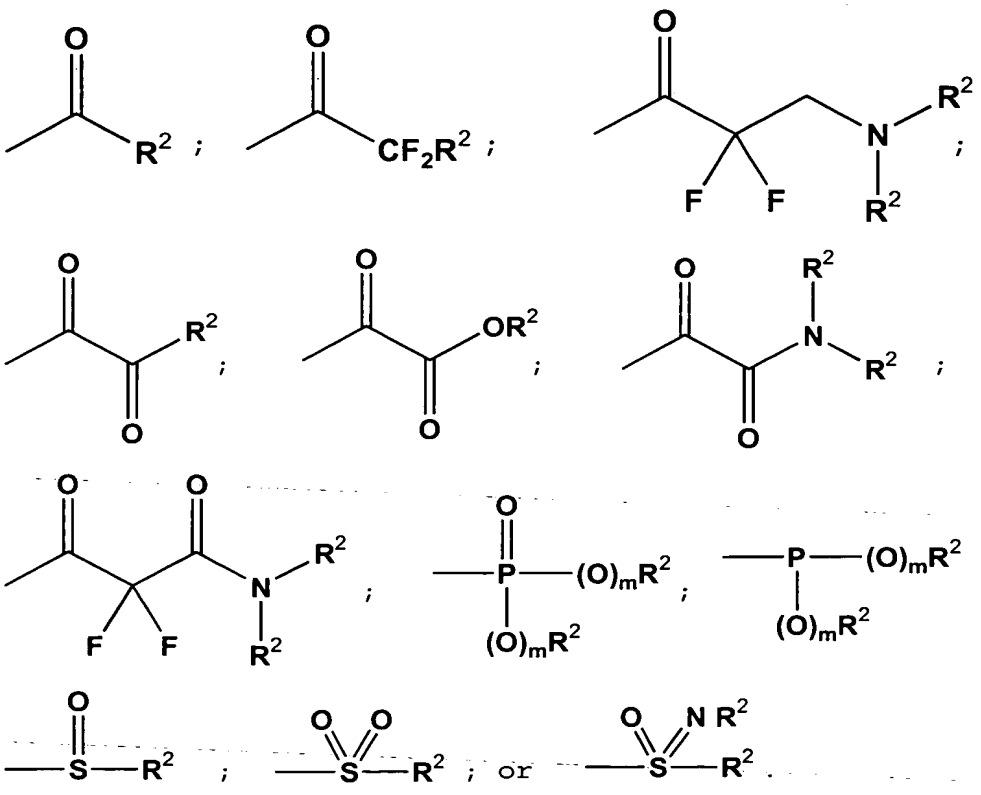


30. The compound according to claim 29, wherein M is isopropyl and K is -C(O)-.

31. The compound according to claim 30, wherein T is $-R^{12}$, -alkyl-R^{12}, -alkenyl-R^{12}, $-OR^{12}$, $-N(R^{12})_2$, $-C(=NOalkyl)R^{12}$, or



32. The compound according to any one of claims 1-31, wherein W is



33. A pharmaceutically acceptable composition comprising:

a) a compound according to claims 1-32 in an amount effective to inhibit HCV NS3 protease; and

b) a pharmaceutically suitable carrier.

34. A method for inhibiting serine protease activity comprising the step of administering to said patient a compound according to any one of claims 1-32.

35. The method according to claim 34, wherein the serine protease is HCV NS3 protease.

36. A method for treating or preventing a hepatitis C viral infection in a patient comprising the step of administering to said patient/mammal a compound according to any one of claims 1-32.

37. The method according to claim 36, wherein said compound is administered to a patient and is formulated together with a pharmaceutically suitable carrier into a pharmaceutically acceptable composition.